

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline: December 18, 2012 at 4:00 p.m.

**FORTIETH MONTHLY APPLICATION OF SAUL EWING LLP CO-COUNSEL TO
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

Name of Applicant: Saul Ewing LLP

Authorized to Provide
Professional Services to: The Official Committee of Equity Security Holders

Date of Retention: May 18, 2009 *nunc pro tunc*

Period for which compensation
and reimbursement is sought: October 1, 2012 through October 31, 2012

Amount of fees to be approved
as actual, reasonable and necessary: \$8,209.50

Amount of expenses sought as
actual, reasonable and necessary: \$359.20

This is a(n): ___ interim ___ final application. x monthly application.

The total time expended for the preparation of this application will be included in the next interim fee application.

Prior Monthly Applications:

<u>Date Filed and Docket No.</u>	<u>Period Covered</u>	<u>Requested Fees/ Expenses</u>	<u>Approved Fees/ Expenses</u>	<u>CNO/Docket No.</u>
9/1/09 23059	5/18/09 through 7/31/09	\$108,445.50/ \$1,156.09	\$86,756.40 \$1,156.09	23322
9/29/09 23364	8/1/09 through 8/31/09	\$38,437.50/ \$651.48	\$30,750.00/ \$651.48	23547
10/29/09 23614	9/1/09 through 9/30/09	\$22,354.50 \$86.25	\$17,883.60 \$86.25	23812
11/30/09 23869	10/1/09 through 10/31/09	\$13,047.00 \$39.44	\$10,437.60 \$39.44	24047
12/29/09 24066	11/1/09 through 11/30/09	\$27,112.50 \$64.77	\$21,690.00 \$64.77	24167
1/29/10 24208	12/1/09 through 12/31/09	\$20,043.00 \$842.45	\$16,034.40 \$842.45	24333
3/1/10 24371	1/1/10 through 1/31/10	\$16,131.00 \$44.90	\$12,904.48 \$44.90	24498
3/29/10 24517	2/1/10 through 2/28/10	\$14,617.50 \$12.49	\$11,694.00 \$12.49	24645
4/29/10 24695	3/1/10 through 3/31/10	\$19,198.50 \$1601.38	\$15,358.80 \$1601.38	24823
5/28/10 24852	4/1/10 through 4/30/10	\$8,928.00 \$23.88	\$7,142.40 \$23.88	24962
7/9/2010 25056	5/1/10 through 5/31/10	\$8,061.00 \$517.61	\$6,448.80 \$517.61	25148
7/29/2010 25135	6/1/10 through 6/30/10	\$6,702.00 \$930.06	\$5,361.60 \$930.06	25256
8/18/10 25238	7/1/10 through 7/31/10	\$10,611.50 \$78.10	\$8,489.20 \$78.10	25400

9/29/10 25494	8/1/10 through 8/31/10	\$12,146.50 \$158.56	\$9,717.20 \$158.56	25629
11/11/10 257535	9/1/10 through 9/30/10	\$9,865.00 \$175.99	\$7,892.00 \$175.99	25855
12/1/10 25838	10/1/10 through 10/31/10	\$7,748.50 \$186.48	\$6,198.80 \$186.48	25958
1/4/10 26008	11/1/10 through 11/30/110	\$8,349.00 \$174.91	\$6,679.20 \$174.91	26125
1/26/11 26126	12/1/10 through 12/31/10	\$9,467.50 \$136.50	\$7,574.00 \$136.50	26389
3/1/11 26447	1/1/11 through 1/31/11	\$5,471.00 \$227.01	\$4,376.80 \$227.01	26616
3/30/11 26665	2/1/11 through 2/28/11	\$16,418.00 \$140.84	\$13,134.40 \$140.84	26665
5/2/11 26857	3/1/11 through 3/31/11	\$17,325.50 \$172.16	\$13,860.40 \$172.16	26997
5/31/11 27014	4/1/11 through 4/30/11	\$14,790.00 \$170.71	\$11,832.00 \$170.71	27151
7/5/11 27214	5/1/11 through 5/31/11	\$15,903.00 \$116.17	\$12,722.40 \$116.17	27325
8/1/11 27352	6/1/11 through 6/30/11	\$9,849.00 \$167.76	\$7,879.20 \$167.76	27505
9/2/11 27556	7/1/11 through 7/31/11	\$11,115.00 \$94.44	\$8,892.00 \$94.44	27676
9/29/11 27688	8/1/11 through 5/31/11	\$10,712.00 \$149.46	\$8,569.60 \$149.46	27802
10/26/11 27828	9/1/11 through 9/30/11	\$7,943.00 \$115.90	\$6,354.40 \$115.90	27990
11/29/11 28044	10/1/11 through 10/31/11	\$11,661.00 \$158.62	\$9,328.80 \$158.62	28196

1/10/12	11/1/11 through 11/30/11	\$10,874.50 \$31.80	\$8,699.60 \$31.80	28487
2/19/12 28491	12/1/11 through 12/31/11	\$7,475.00 \$92.73	\$5,980.00 \$92.73	28616
2/29/12 28601	1/1/12 through 1/31/2012	\$9,802.00 \$233.98	\$7,841.60 \$233.98	28703
3/30/12 28748	2/1/12 through 2/29/12	\$9,516.00 \$102.72	\$7,612.80 \$102.72	28809
4/30/12 28847	3/1/12 through 3/31/12	\$12,473.50 \$272.84	\$9,978.80 \$272.84	28959
5/31/12 28998	4/1/12 through 4/30/12	\$8,008.00 \$222.42	\$6,406.40 \$222.42	29116
6/29/12	5/1/12 through 5/31/12	\$8,274.50 \$72.22	\$6,619.60 \$72.22	29348
8/9/12	6/1/12 through 6/30/12	\$10,231.00 \$72.22	\$8,184.50 \$80.07	29579
8/29/12	7/1/12 through 7/31/12	\$11,61.00 \$210.04	\$9,328.80 \$210.04	29649
9/24/12	8/1/12 through 8/31/12	\$9,574.50 \$64.30	\$7,659.60 \$64.30	29782
11/5/12	9/1/12 through 9/30/12	\$7,436.00	\$122.07	Not yet filed

SUMMARY OF TIME FOR BILLING PERIOD
OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012

Name	Hourly Billing Rate	Total Billed Hours	Total Compensation
Teresa K.D. Currier	\$650	11.1	\$7,215.00
Tracy B. Buck	\$195	5.1	\$994.50
TOTAL		16.2	\$8,209.50

* The rate is Saul Ewing LLP's regular hourly rate for legal services. All hourly rates are adjusted by Saul Ewing LLP on a periodic basis (the last such adjustment occurred on July 1, 2011 for the Bankruptcy and Restructuring Department).

**SUMMARY OF TIME BY PROJECT CATEGORY FOR BILLING PERIOD
OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

Project category	Total Hours	Total Fees
Asset Disposition	0.4	\$260.00
Case Administration	9.5	\$5,811.00
Fee Applications, Applicant	1.2	\$234.00
Fee Applications, Others	3.7	\$994.50
Plan and Disclosure	1.4	\$910.00
TOTAL	16.9	\$8,209.50

**SUMMARY OF EXPENSES BY CATEGORY FOR BILLING PERIOD
OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

Photocopying	\$27.80
Federal Express	\$331.40
TOTAL	\$359.20

SAUL EWING LLP

By: /s/ Teresa K.D. Currier
Teresa K.D. Currier (Del. ID No. 3080)
222 Delaware Avenue
P.O. Box 1266
Wilmington, DE 19899
(302) 421-6800

Co-Counsel to the Official Committee of
Equity Security Holders

Dated: November 28, 2012